

06-20-2007

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



HEET
-Y

103418041

To the Director of the U. S. Pat.

1. Name of conveying party(ies):

Vocollect, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Pennsylvania
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 7/13/05

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: PNC Bank, National Association, as Agent

Internal

Address: _____

Street Address: One PNC Plaza, 249 Fifth Avenue

City: Pittsburgh

State: PA

Country: USA Zip: 15222

☐ Association Citizenship _____

☐ General Partnership Citizenship _____

☐ Limited Partnership Citizenship _____

☐ Corporation Citizenship _____

☒ Other National Assoc. Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
78/750,986

B. Trademark Registration No.(s)
3,017,632; 3,066,593; 3,077,765; 3,069,966; 3,019,530; (cont.)

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Jill W. Sabo, Esquire

Internal Address: _____

Street Address: Thorp Reed & Armstrong, LLP

301 Grant Street, 14th Floor

City: Pittsburgh

State: PA Zip: 15219-1425

Phone Number: 412-394-2412

Fax Number: 412-394-2555

Email Address: jsabo@thorpreed.com

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

06/19/2007 BYRNE 00000014 78750986

Signature

June 14, 2007

Date

40.00 OP
250.00

Jeffrey S. Tarasi, Esquire

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003565 FRAME: 0663

Security Agreement – executed on July 13, 2005

Vocollect, Inc. to receiving party PNC Bank, National Association,

Agent for itself and various financial institutions

4. B. Additional Trademark Registration Nos.

3,075,380

3,099,229

3,026,278

3,203,110

3,148,419

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, Vocollect, Inc., a Pennsylvania corporation ("Borrower"), has adopted, used and is using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to a certain Credit Agreement, dated July 13, 2005, by and among the Borrower, the Guarantors (as defined in the Credit Agreement), PNC Bank, National Association ("PNC Bank"), and various other financial institutions from time to time (PNC Bank and such other financial institutions are each a "Bank" and collectively, the "Banks"), PNC Bank, as agent for the Banks (in such capacity, the "Agent") as amended pursuant to that certain First Amendment to Credit Agreement, dated as of April 11, 2007, by and among the Borrower, the Guarantors, the Banks and the Agent (as further amended, modified or supplemented from time to time, the "Credit Agreement"), the Borrower has entered into that certain Patent and Trademark Security Agreement, dated July 13, 2005 (the "Security Agreement") in favor of the Agent; and

WHEREAS, pursuant to the Security Agreement, the Borrower has granted to the Agent (for itself and for the benefit of the Banks), a mortgage on, pledge of and security interest in, among other things, all right, title and interest of the Borrower in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Borrower does hereby confirm its grant to the Agent (for itself and for the benefit of the Banks) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Agent (for itself and for the benefit of the Banks) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice.

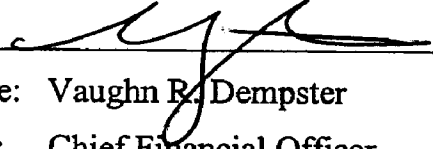
The Agent's address is 249 Fifth Avenue, One PNC Plaza, Pittsburgh, Pennsylvania 15222.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Borrower has caused this Notice to be duly executed the 18 day of May, 2007.

Vocollect, Inc.

[Corporate Seal]

By:  (SEAL)

Name: Vaughn R. Dempster

Title: Chief Financial Officer

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA

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SS:

COUNTY OF ALLEGHENY

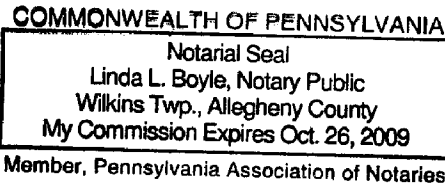
)

On this, the 18th day of May, 2007 before me, a Notary Public, the undersigned officer, personally appeared Vaughn R. Dempster, who acknowledged himself to be the Chief Financial Officer of Vocollect, Inc., a Pennsylvania corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Company as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linda L. Boyle
Notary Public

My Commission Expires:



SCHEDULE A

All of the listed registered and pending trademarks are owned by the Borrower.

TRADEMARKS

United States Registered Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BLUE STREAK	2,574,399	5/28/2002
TALKMAN	1,686,088	5/12/1992
VOICE POWERED SOLUTIONS FOR BUSINESS	2,774,441	10/21/2003
VOCOLLECT	3,017,632	11/22/05
VOCOLLECT (and Design)	3,066,593	4/25/06
TALKMAN (and Design)	3,077,765	4/4/06
QUICK PICK	3,069,966	3/21/06
VOCOLLECT VOICE	3,019,530	11/29/05
VOCOLLECT VoiceLink	3,075,380	4/4/06
VoiceDirect	3,099,229	5/30/06
VoiceTag	3,036,278	12/27/05
Voice-Directed Work	3,203,110	1/23/07
VV Logo	3,148,419	9/26/06

Foreign Registered Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TALKMAN Madrid Protocol	Z1230925 IR#826,714	5/20/2004
TALKMAN Chile	683,099	4/13/2005
TALKMAN Chile	741,397	12/5/05
TALKMAN Australia	IR#826,714	9/28/05
TALKMAN Canada	TMA678,914	1/5/07
TALKMAN China	1209461	5/16/06
TALKMAN Denmark	IR#826,714	Granted
TALKMAN Germany	IR#826,714	Granted
TALKMAN Greece	IR#826,714	Granted
TALKMAN Hungary	IR#826,714	Granted
TALKMAN Japan	IR#826,714	Granted
TALKMAN New Zealand	727,855	11/9/06
TALKMAN Norway	IR#826,714	Granted
TALKMAN Republic of Korea	40-0690870	12/21/06
TALKMAN Singapore	IR#826,714	Granted
TALKMAN Taiwan	1,209,461	5/16/06
TALKMAN Guatemala	143,410	7/4/06
TALKMAN Russia	IR#826,714	Protected
TALKMAN Thailand	TM231775	12/14/05
TALKMAN Turkey	IR#826,714	12/12/07
TALKMAN Bulgaria	IR#826,714	Granted
TALKMAN Georgia	IR#826,714	Granted
TALKMAN Iceland	WIPO Designation	Granted
TALKMAN Ukraine	WIPO Designation	Granted
TALKMAN United Kingdom	1,391,103	6/23/1995

VOCOLLECT Madrid Protocol	Z1231347 838,363	8/13/2004
VOCOLLECT Australia	IR 838,163 Reg. No. 1035906	8/13/2004
VOCOLLECT Turkey	IR 838,363	8/13/2004
VOCOLLECT Mexico	889552	6/28/05
VOCOLLECT New Zealand	727,853	10/13/06
VOCOLLECT Canada	TMA678,915	1/5/07
VOCOLLECT Chile	741,398	12/5/05
VOCOLLECT China	121,8655	7/16/06
VOCOLLECT Denmark	IR#838,363	8/13/05
VOCOLLECT Finland		Granted
VOCOLLECT Hungary	IR#838,363	8/13/04
VOCOLLECT Ireland	IR#838,363	8/13/04
VOCOLLECT Norway	IR#838,363	8/13/04
VOCOLLECT Republic of Korea	IR#838,363	8/13/04
VOCOLLECT Singapore	IR#838,363	8/13/04
VOCOLLECT Sweden		Granted
VOCOLLECT Taiwan	1,218,655	7/16/06
VOCOLLECT Russia	IR#838,363	Protected
VOCOLLECT Bulgaria		Granted
VOCOLLECT Georgia	IR#838,363	8/13/04
VOCOLLECT Iceland		Granted
VOCOLLECT Ukraine		Granted
VOICECONSOLE Japan	Reg#4872667 6/17/05	Granted
VOICEDIRECT Japan	Allowed for registration	

United States Pending Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HANDS FREE, EYES FREE	78/521,604	Abandoned
HANDS FREE, EYES FREE	76/549,143	Abandoned
PICK MANAGER	76/633,408	Pending
Voice-Directed Distribution	78/750,986	11/10/05
TALKTAG	76/550,912	Allowed
VOCOLLECT VOICEBUILDER	76/633,416	Allowed
VOCOLLECT VOICEAPPS	76/633,415	Pending
VOICECONSOLE	78/473,301	Notice of Acceptance
Vocollect VoiceClient		Pending

Foreign Pending Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TALKMAN Brazil	827144555	Pending
TALKMAN Argentina	2.582.986	Pending
TALKMAN Cyprus	IR 826,714	Pending
TALKMAN Finland	IR 826,714	Pending
TALKMAN France	IR 826,714	Pending
TALKMAN Malaysia	04017303	Pending
TALKMAN Mexico	716094	Pending
TALKMAN Portugal	IR 826,714	Pending
TALKMAN Republic of Slovakia	IR 826,714	Pending
VOCOLLECT Argentina	2,582,986	Pending
VOCOLLECT Brazil	827117353	Pending
VOCOLLECT Malaysia	04017304	Pending
VOCOLLECT Thailand	572,473	Pending